

From: Saif Mansour <smansour@breakwaterfunds.com>

To: Greg Bettinelli <greg@upfront.com>

Subject: Re: For Thursday's discussion

Date: Mon, 2 Jan 2017 23:55:28 +0000

Importance: Normal

happy new year. let's discuss in advance of the board meeting. am happy to use our leverage to effect the necessary changes.

ran into dave morris and dave (creative officer) in manhattan beach the other night having dinner. we talked at length and they are certainly on board with the disciplined management changes and feel chris is simply immaturely managing the business. they are confident in the growth opportunity and are happy we at the board level are not letting him simply continue to mismanage the team.

back tomorrow from cabo. let's talk this week in advance of our meeting thursday/friday

-- sent from my breakwater wireless device

On Jan 2, 2017, at 12:22 PM, Greg Bettinelli <greg@upfront.com> wrote:

Hi Saif - I just got done reviewing your loan docs re: Loot Crate. As you mentioned in person last week, it does look like they are going to miss the subscriber count numbers for the period ending 12/31/2016 per your deal (at least per the estimates sent to us a few weeks ago).

Not sure of the specific cures, but could give some additional leverage.

Hope your New Year was a good one....Greg

Greg

--

Greg Bettinelli, Partner

Upfront Ventures

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From: Greg Bettinelli <greg@upfront.com>

To: Saif Mansour <smansour@breakwaterfunds.com>

Subject: Re: Terry Boyle Update

Date: Fri, 13 Jan 2017 13:10:42 -0800

Importance: Normal

I will believe it when I see it

On Fri, Jan 13, 2017 at 12:51 PM, Saif Mansour <smansour@breakwaterfunds.com> wrote:
we new that done...one down one to go

-- sent from my breakwater wireless device

On Jan 13, 2017, at 12:48 PM, Greg Bettinelli <greg@upfront.com> wrote:

----- Forwarded message -----

From: **Mari Provenzano** <mari.provenzano@lootcrate.com>

Date: Fri, Jan 13, 2017 at 12:15 PM

Subject: Terry Boyle Update

To: Greg Bettinelli <greg@upfront.com>, Linda Menzel <linda.menzel@lootcrate.com>

Hey Greg and Linda,

FYI - We sent the final revised docs to Terry earlier this week, and in Chris' email, he told Terry he would like to get everything signed by today. Chris advised me last night that Terry was in Chicago this past week, but he thought Terry was coming back last night (?). I will follow up with Terry to see where he is on getting the signed docs back today or if he needs to jump on a call with Chris - which I will schedule before COB today.

I'll keep you both updated.

Thanks,
Mari

Mari Provenzano

Loot Crate | Office of Chris Davis | M: ([714](tel:7143814275)) 381-4275
3401 Pasadena Avenue, Los Angeles, CA 90031



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--
Greg Bettinelli, Partner

Upfront Ventures

EXHIBIT

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--

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From: Saif Mansour <smansour@breakwaterfunds.com>

To: Greg Bettinelli <greg@upfront.com>

Subject: Fwd: Loot Crate - Attorney Client Privilege

Date: Wed, 8 Feb 2017 19:30:52 +0000

Importance: Normal

EXHIBIT

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exhibitstickers.com

see below

-- sent from my breakwater wireless device

Begin forwarded message:

From: "Eisenbiegler, Rick" <frederick.eisenbiegler@morganlewis.com>

Date: February 8, 2017 at 10:28:24 AM PST

To: Saif Mansour <smansour@breakwaterfunds.com>

Cc: Aamir Amdani <aamdani@breakwaterfunds.com>, "Schernecke, Matthew Edward" <matthew.schernecke@morganlewis.com>, "Grant, Kevin M." <kevin.grant@morganlewis.com>

Subject: RE: Loot Crate - Attorney Client Privilege

Here are some thoughts:

1. Any update on the disagreement between Loot and BW on whether the minimum subscription covenant was breached? Has Loot reported on compliance with financial covenants yet (I understand Loot has until 2/14 or 2/15 to deliver its compliance certificate)?
2. Assuming you are comfortable that a default is continuing, we recommend that you ask for an agenda for the board meeting. The agenda should include discussion of the continuing default, remedies the lender is entitled to exercise and steps the company is taking and plans to take to resolve the default. The agenda should focus on these issues, not a possible waiver of the default in exchange for a board seat.
3. Note that , as an observer,
 - (i) you are entitled to all materials distributed to board members (subject to exceptions which include information related to the LSA and information subject to attorney-client privilege) and
 - (ii) you may be excluded from portions of board meetings that relate to the LSA.
4. I would not suggest that you have further discussions with Davis about the board seat for waiver trade if you have already floated that idea.
5. Up Front should carry the heavy water before and during the meeting in terms of pressing Davis on how to address the continuing defaults. The best way forward is like this:

Up Front presses Davis prior to the meeting and in the meeting on the defaults and the company's strategy to address. Up Front should press Davis to describe the remedies BW could now take and how damaging those remedies could be to the company.

Up Front should tease out of Davis the possibility of a waiver of defaults in exchange for a board seat for you.

Up Front should aggressively support that outcome. It costs the Company nothing, it avoids potentially crippling consequences of remedies.

Up Front should push these issues aggressively at the board meeting, not you/Breakwater. Remember, you may be asked to leave the meeting when these issues are discussed.

If Davis or the board or both invite you back into the room to consider waiving the defaults in exchange for a board seat, I would suggest that you carefully listen, ask questions as appropriate, and then ask for a few minutes to discuss with your partners (or something like that). Don't say ok right away. Be deliberate. Don't want it to seem like this was all pre wired. Then say ok.

Before you get the offer to take the seat in exchange for the waiver, don't show your hand. Say you have a lot of concerns and are considering all your options.

I think this approach is the best strategy. I also think it sets you up best for what happens after you get on the board.

I'm available to discuss further.

Rick Eisenbiegler

Morgan, Lewis & Bockius LLP

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